

GEFRAN S.P.A.

Share capital 14,400,000 Euro fully paid up
Registered offices in Via Statale Sebina 74, Provaglio d'Iseo (BS), Italy
Tax code and Brescia Companies' Register No. 03032420170

NOTICE OF ORDINARY SHAREHOLDERS' MEETING

Shareholders are called to an Ordinary Shareholders' Meeting to be held on 29 April 2025 at 10:00, in a sole call, deemed as held at the registered office of GEFRAN S.P.A. at Via Sebina, n. 74, Provaglio d'Iseo (BS), to discuss and resolve on the following

AGENDA

1. Annual financial statements for the year ending 31 December 2024.

Approval of the annual financial statements as of 31 December 2024, complete with the Report on Operations of the Board of Directors, the Sustainability Report, the Board of Statutory Auditors' Report and the External Auditor's Report. Presentation of the Consolidated Financial Statements for the year ending on 31 December 2024. Related and consequent resolutions.

2. Approval of the proposed distribution of dividends. Related and consequent resolutions.

3. Allocation of profit for the year ending on 31 December 2024.

Allocation of a portion of the profit to dedicated reserves pursuant to article 1, par. 436 – 444, of the Italian law of 30 December 2024, n. 207. Related and consequent resolutions.

4. Allocation of profit for the year ending on 31 December 2024.

Allocation of the remaining portion of profit for the year. Related and consequent resolutions.

5. Report on Remuneration Policy and Compensation Paid. Approval of the first section of the Report under paragraph 3-ter of Article 123-ter of Legislative Decree no. 58/1998.

6. Report on Remuneration Policy and Compensation Paid. Consultation on the second section of the Report under paragraph 6 of Article 123-ter of Legislative Decree no. 58/1998.

7. Withdrawal as far as non-used of the previous authorisation to purchase and sell own shares and release of new authorisation.

METHODS FOR HOLDING THE MEETING

Pursuant to Article 135-*undecies*.1 of Legislative Decree no. 58 of 24 February 1998 ("**Consolidated Law on Finance**") and Article 9 of the Articles of Association ("**Articles of Association**"), the Company has established that the Shareholders' Meeting is attended and voting rights are exercised only through the representative appointed by the Company, namely Studio Legale Trevisan & Associati of Milan, Viale Majno no. 45, in the person of Mr. Dario Trevisan or his substitutes in case of impediment, ("**Designated Representative**").

The Designated Representative may also be granted proxies and/or sub-proxies pursuant to Article 135-*novies* of the Consolidated Law on Finance, notwithstanding Article 135-*undecies*, paragraph 4, of the Consolidated Law on Finance.

Participation in the Shareholders' Meeting on the part of those authorised to attend (the Chairwoman, the Chief Executive Officer, the Chairman of the Board of Statutory Auditors, other members of corporate bodies, the secretary, the Designated Representative, the External Auditor and/or employees and/or consultants authorised

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by the Chairwoman to attend), may take place partly (or exclusively) via a form of telecommunication permitting identification of these persons, by methods individually notified thereto, in compliance with the applicable rules, with no need for the Chairwoman and the secretary to be in the same location.

INFORMATION ON SHARE CAPITAL AND ON SHARES WITH VOTING RIGHTS

Pursuant to Article 5 of the Articles of Association, the share capital amounts to 14,400,000.00 Euro, divided into 14,400,000 ordinary shares, with a nominal value of 1.00 Euro each. Each share carries one vote. As of the date of publication of the Notice of Shareholders' Meeting, the Company holds 198,405 own shares, for which voting rights are suspended pursuant to the law. This number could change as of the date of the Shareholders' Meeting.

ADDITIONS TO THE AGENDA OF THE SHAREHOLDERS' MEETING AND SUBMISSION OF NEW PROPOSED RESOLUTIONS

Pursuant to Article 126-*bis* of the Consolidated Law on Finance, the shareholders who, alone or together with other shareholders, represent at least one fortieth of the share capital with the right to vote, may request, by 23 March 2025, additions to the Shareholders' Meeting agenda or may submit proposed resolutions on items already on the agenda. Such requests, together with a certificate showing share ownership, must be sent in writing by registered mail with return receipt to the Company's Management Body at Via Sebina no. 74, 25050 Provaglio d'Iseo (BS), or to the certified email address gefran@legalmail.it, and must be accompanied by a written report giving reasons for the proposed resolutions on new items on the agenda or for the additional proposed resolutions on items already on the agenda.

Additions are not permitted with regard to issues on which the Shareholders' Meeting resolves, in accordance with the law, upon the proposal of the Directors or on the basis of a project or a report prepared thereby. The additions and reports received, together with any comments of the Directors, will be published using the same formalities as this Notice, at least fifteen days before the date of the meeting, or by 14 April 2025.

RIGHT TO ATTEND AND EXERCISE VOTING RIGHTS

The right to attend the Shareholders' Meeting and exercise voting rights is certified by a notice to the Company, made by the authorised intermediary in accordance with the latter's accounting records in favour of the party entitled to vote, on the basis of evidence relating to the end of the seventh trading day prior to the date of the Meeting in a single call, coinciding with 16 April 2025.

Those who prove to be holders of shares after 16 April 2025 will not have the right to attend and vote at the meeting.

The Company must receive the intermediary's notice by the end of the third trading day prior to the date of the Meeting, and therefore by 24 April 2025. Shareholders shall, however, be considered eligible to attend and vote, as described above and in compliance with the deadlines for appointing the Designated Representative as proxy, if the Company receives notification after the deadline stated above, provided the Meeting has not yet begun.

REPRESENTATION IN THE MEETING

As specified above, the Meeting may be attended exclusively by granting proxies and/or sub-proxies to the Designated Representative, either:

- under Article 135-*undecies* of the Consolidated Law on Finance, using the "*Proxy form for the Designated Representative*", or

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- under Article 135-*novies* of the Consolidated Law on Finance, with the option of using the “*Ordinary proxy form*” and/or the “*Sub-proxy form*”, as described below.

- **Proxy under Article 135-*undecies* of the Consolidated Law on Finance (“*proxy for the Designated Representative*”)**

The Designated Representative may be granted a proxy under Article 135-*undecies* of the Consolidated Law on Finance, at no cost to the delegating party (other than possible mailing costs), using the specific Proxy form for the Designated Representative, a printable and/or editable version of which is available on the Company’s Internet site in the [Investor / Governance / Shareholders’ meetings](https://www.gefran.com/governance/shareholders-meetings/) section (<https://www.gefran.com/governance/shareholders-meetings/>).

The original of the duly filled in Proxy form for the Designated Representative, with written voting instructions, complete with a copy of the identity document of the delegating party (or of the legal representative or person with appropriate power of attorney, along with a document attesting to his or her position and/or powers) – must be received by Studio Legale Trevisan & Associati by the end of the second trading day prior to the date of the Meeting (i.e., 25 April 2025, at 23:59)

(i) in the case of proxies signed by hand, at the address:

Studio Legale Trevisan & Associati
Viale Majno n. 45
20122 MILAN - Italy;

(ii) in the case of proxies bearing a qualified electronic signature or digital signature, at the certified electronic mail address: rappresentante-designato@pec.it (with the subject line: “Delega Assemblea GEFran 2025”).

Proxies and voting instructions may be revoked in the same way and by the same deadline.

The proxy thus provided shall be effective only for those proposals in relation to which voting instructions are provided.

- **Proxy under Article 135-*novies* of the Consolidated Law on Finance (“*ordinary proxy*” and/or “*sub-proxy*”)**

Those who do not use proxies under Article 135-*undecies* of the Consolidated Law on Finance may grant the Designated Representative proxies and/or sub-proxies under Article 135-*novies* of the Consolidated Law on Finance, as an exception to Article 135-*undecies*, paragraph 4 of the same decree, with the option of using the “*Ordinary proxy form*” and/or the “*Sub-proxy form*”, a printable and/or editable version of which is available on the Company’s Internet site in the [Investor / Governance / Shareholders’ meetings](https://www.gefran.com/governance/shareholders-meetings/) section (<https://www.gefran.com/governance/shareholders-meetings/>).

Proxies under Article 135-*novies* of the Consolidated Law on Finance – complete with a copy of the identity document of the delegating party (or of the legal representative or person with appropriate power of attorney, along with a document attesting to his or her position or powers) – must be received by Studio Legale Trevisan & Associati by 12:00 on 28 April 2025

(i) by post, at the address:

Studio Legale Trevisan & Associati
Viale Majno n. 45
20122 MILAN - Italy,
or

(ii) at the certified electronic mail address: rappresentante-designato@pec.it or at the e-mail address: rappresentante-designato@trevisanlaw.it.

Proxies and/or sub-proxies and voting instructions may be revoked in the same way, and by the same deadline.

The Designated Representative will be available for further clarification and/or information at the addresses given above and/or at the toll-free number: 800 134 679 (from Italy, during office hours on working days).

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RIGHT TO ASK QUESTIONS ON THE TOPICS ON THE AGENDA

Pursuant to Article 127-ter of the Consolidated Law on Finance, those who have the right to vote may ask questions on the agenda, up until seven trading days prior to the first call meeting (record date), in other words by 16 April 2025, by registered mail with return receipt sent to the Company's office at Via Sabina n. 74, 25050 Provaglio d'Iseo (BS), to the attention of the Legal and Corporate Affairs Department, or by email to the certified e-mail address gefran@legalmail.it. For the purpose of exercising this right, the Company must receive the specific communication issued by the intermediary custodians of the shares owned by the shareholder.

The Company will answer questions received by the deadline stated above within three trading days prior to the Shareholders' Meeting, that is, by 24 April 2025, by publication on its *Internet* site in the *Investor relations / Governance / Shareholders' meetings* section (<https://www.gefran.com/governance/shareholders-meetings/>).

INDIVIDUAL PROPOSED RESOLUTIONS

Pursuant to Article 135-undecies.1 of the Consolidated Law on Finance, those entitled to vote may submit individual proposed resolutions on agenda items pursuant to Article 126-bis, paragraph 1, third sentence of the Consolidated Law on Finance, within fifteen days prior to the date of the Meeting (14 April 2025) to the certified electronic mail address gefran@legalmail.it. Proposals will be published on the Company's *Internet* site in the *Investor relations / Governance / Shareholders' meetings* section (<https://www.gefran.com/governance/shareholders-meetings/>) by 15 April 2025, to permit all those entitled to vote to make a conscious decision, taking the new proposals into account. The proposed resolutions must be complete with an identity document of the shareholder proposing them, along with certification of ownership of shares, frozen up to the record date (16 April 2025).

DOCUMENTATION

The documentation relating to the Shareholders' Meeting, including the Explanatory Reports by the Board of Directors and the proposed resolutions on agenda items, will be made available to the general public as and when set out in current legislation; shareholders, and those who have the right to vote, may obtain a copy thereof. This documentation shall be available via the "1Info" authorised storage mechanism, which may be consulted at www.1info.it, managed by Computershare S.p.A. of Milan, Via Lorenzo Mascheroni n. 19, at the Company's registered office, Via Sebina n. 74, 25050 Provaglio d'Iseo (BS), and on the Company's *Internet* site at www.gefran.com, in the *Investor relations / Governance / Shareholders' meetings* section (<https://www.gefran.com/governance/shareholders-meetings/>).

Specifically:

- explanatory reports on agenda items will be made available at the same time as this Notice;
- the documents listed in agenda items n. 1, 2, 4, 5 and 6 will be made available by 31 March 2025.

Provaglio d'Iseo, 13 March 2025

For the Board of Directors
The Chairwoman Maria Chiara Franceschetti

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